UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

AUTHORS GUILD, DAVID BALDACCI, MARY BLY, MICHAEL CONNELLY, SYLVIA DAY, JONATHAN FRANZEN, JOHN GRISHAM, ELIN HILDERBRAND, CHRISTINA BAKER KLINE, MAYA SHANBHAG LANG, VICTOR LAVALLE, GEORGE R.R. MARTIN, JODI PICOULT, DOUGLAS PRESTON, ROXANA ROBINSON, GEORGE SAUNDERS, SCOTT TUROW, and RACHEL VAIL, individually and on behalf of others similarly situated,	No. 1:23-cv-08292-SHS
Plaintiffs,	
v.	
OPENAI INC., OPENAI LP, OPENAI LLC, OPENAI GP LLC, OPENAI OPCO LLC, OPENAI GLOBAL LLC, OAI CORPORATION LLC, OPENAI HOLDINGS LLC, OPENAI STARTUP FUND I LP, OPENAI STARTUP FUND GP I LLC, and OPENAI STARTUP FUND MANAGEMENT LLC,	
Defendants.	
JONATHAN ALTER, KAI BIRD, TAYLOR BRANCH, RICH COHEN, EUGENE LINDEN, DANIEL OKRENT, JULIAN SANCTON, HAMPTON SIDES, STACY SCHIFF, JAMES SHAPIRO, JIA TOLENTINO, and SIMON WINCHESTER, on behalf of themselves and all others similarly situated,	No. 1:23-cv-10211-SHS
Plaintiffs,	
v.	
OPENAI, INC., OPENAI GP, LLC, OPENAI, LLC, OPENAI OPCO LLC, OPENAI GLOBAL LCC, OAI CORPORATION, LLC, OPENAI HOLDINGS, LLC, and MICROSOFT CORPORATION,	
Defendants.	

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DECLARATION OF ALEXANDER ZBROZEK IN SUPPORT OF OPENAI DEFENDANTS' MOTION TO SEAL

I, Alexander Zbrozek, hereby declare as follows:

1.   I am Senior Counsel at OpenAI. I submit this declaration in support of OpenAI Defendants' letter motion to seal, filed concurrently herewith. I have personal knowledge of the facts set forth below and if called as a witness, could testify competently thereto.

2.   I have been informed that because Plaintiffs' letter motions to compel (*Authors Guild* ECF Nos. 345, 351, 355, 359, 361, 364, and 365) and OpenAI's letter briefs in opposition (attached hereto), are not "judicial documents" under *Lugosch v. Pyramid Company of Onondaga,* 435 F.3d 100 (2d Cir. 2006), but rather discovery-related documents, the "presumption of access to these records is low." *Bernstein v. Bernstein Litowitz Berger & Grossman LLP*, 814 F.3d 132 (2d Cir. 2016); *see Brown v. Maxwell*, 929 F.3d 41, 50 (2d Cir. 2019); *Rand v. Travelers Indem. Co.,* No. 21-CV-10744 (VB)(VF), 2023 WL 4636614, at *2 (S.D.N.Y. July 19, 2023) (court not required to articulate compelling reasons to seal for material in non-dispositive motions).

3.   I have been informed and understand that the OpenAI confidential material highlighted in Plaintiffs' letter motions to compel and OpenAI's letter briefs in opposition,[1] as well as specific supporting exhibits, has been designated by OpenAI as "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL-ATTORNEYS' EYES ONLY" pursuant to the protective order. I submit this declaration in support of (1) redacting certain information, as marked in highlighting in copies of the parties' briefing attached hereto; and (2) maintaining under seal the following exhibits, each of which was submitted in support of Plaintiffs' letter motions:

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[1] OpenAI's proposed redactions are reflected in yellow in the documents attached hereto, unless the document already contained yellow highlighting, in which case proposed redactions are in green.

Description	AG ECF No.	Alter ECF No.
Exhibit B to Letter Motion to Compel Custodial Production from Lampe, Zaremba, and Lightcap	ECF No. 345-2	ECF No. 296-2
Exhibit C to Letter Motion to Compel Custodial Production from Lampe, Zaremba, and Lightcap	ECF No. 345-3	ECF No. 296-3
Exhibit D to Letter Motion to Compel Custodial Production from Lampe, Zaremba, and Lightcap	ECF No. 345-4	ECF No. 296-4
Exhibit E to Letter Motion to Compel Custodial Production from Lampe, Zaremba, and Lightcap	ECF No. 345-5	ECF No. 296-5
Exhibit F to Letter Motion to Compel Custodial Production from Lampe, Zaremba, and Lightcap	ECF No. 345-6	ECF No. 296-6
Exhibit G to Letter Motion to Compel Custodial Production from Lampe, Zaremba, and Lightcap	ECF No. 345-7	ECF No. 296-7
Exhibit H to Letter Motion to Compel Custodial Production from Lampe, Zaremba, and Lightcap	ECF No. 345-8	ECF No. 296-8
Exhibit I to Letter Motion to Compel Custodial Production from Lampe, Zaremba, and Lightcap	ECF No. 345-9	ECF No. 296-9
Exhibit 4 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-4	ECF No. 301-4
Exhibit 5 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-5	ECF No. 301-5
Exhibit 6 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-6	ECF No. 301-6
Exhibit 7 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-7	ECF No. 301-7
Exhibit 8 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-8	ECF No. 301-8
Exhibit 9 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-9	ECF No. 301-9
Exhibit 10 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-10	ECF No. 301-10
Exhibit 11 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-11	ECF No. 301-11
Exhibit 1 to Letter Motion to Compel Responses to RFAs	ECF No. 355-1	ECF No. 306-1
Exhibit D to Letter Motion to Compel Co-Defendant Microsoft to Produce Financial Documents	ECF No. 359-4	ECF No. 308-4

Description	AG ECF No.	Alter ECF No.
Exhibit A to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-1	ECF No. 318-1
Exhibit C to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-3	ECF No. 318-3
Exhibit D to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-4	ECF No. 318-4
Exhibit E to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-5	ECF No. 318-5
Exhibit F to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-6	ECF No. 318-6
Exhibit G to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-7	ECF No. 318-7
Exhibit H to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-8	ECF No. 318-8
Exhibit I to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-9	ECF No. 318-9
Exhibit A to Letter Motion to Compel Production of Documents Pursuant to Crime Fraud Exception	ECF No. 364-1	ECF No. 314-1
Exhibit B to Letter Motion to Compel Production of Documents Pursuant to Crime Fraud Exception	ECF No. 364-2	ECF No. 314-2
Exhibit C to Letter Motion to Compel Production of Documents Pursuant to Crime Fraud Exception	ECF No. 364-3	ECF No. 314-3
Exhibit 2 to Letter Motion to Compel Inspection of Co-Defendant Microsoft's Data	ECF No. 365-2	ECF No. 315-2
Exhibit 4 to Letter Motion to Compel Inspection of Co-Defendant Microsoft's Data	ECF No. 365-4	ECF No. 315-4
Exhibit 5 to Letter Motion to Compel Inspection of Co-Defendant Microsoft's Data	ECF No. 365-5	ECF No. 315-5
Exhibit 6 to Letter Motion to Compel Inspection of Co-Defendant Microsoft's Data	ECF No. 365-6	ECF No. 315-6
Exhibit 7 to Letter Motion to Compel Inspection of Co-Defendant Microsoft's Data	ECF No. 365-7	ECF No. 315-7
Exhibit 11 to Letter Motion to Compel Inspection of Co-Defendant Microsoft's Data	ECF No. 365-11	ECF No. 315-11

4.   Based on my review, certain portions of Plaintiffs' letter motions to compel,

OpenAI's letter briefs in opposition, and the entirety of the exhibits listed in the table above fall

into the following categories: (i) internal references to URLs or other identifying information, the

disclosure of which could compromise OpenAI security; (ii) competitively sensitive statements

concerning details of processes and sources for training, testing, and improving OpenAI LLMs;

and (iii) competitively sensitive statements concerning OpenAI's actual or potential business

relationships.

     5.   **Category (i)**. Internal URLs, filenames, hyperlinks, user IDs, and other

technological markers are highly sensitive and warrant sealing. Disclosure of this information

could compromise OpenAI's internal safety and security measures. OpenAI treats such

information as confidential or highly confidential, generally does not publicly disclose this type

of information, and takes affirmative steps to protect the confidentiality of that information.

Category (i) information can be found in the following documents:

Description	AG ECF No.	Alter ECF No.	Redact or Seal
Exhibit 2 to Letter Motion to Compel Custodial Production from Lampe, Zaremba, and Lightcap	ECF No. 345-2	ECF No. 296-2	Seal
Exhibit 3 to Letter Motion to Compel Custodial Production from Lampe, Zaremba, and Lightcap	ECF No. 345-3	ECF No. 296-3	Seal
Letter Motion to Compel Production of Privileged Documents	ECF No. 351	ECF No. 301	Redact
Exhibit 4 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-4	ECF No. 301-4	Seal
Exhibit 5 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-5	ECF No. 301-5	Seal
Exhibit 6 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-6	ECF No. 301-6	Seal
Exhibit 7 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-7	ECF No. 301-7	Seal
Exhibit 8 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-8	ECF No. 301-8	Seal
Exhibit 9 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-9	ECF No. 301-9	Seal
Exhibit 10 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-10	ECF No. 301-10	Seal

Description	AG ECF No.	Alter ECF No.	Redact or Seal
Exhibit 11 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-11	ECF No. 301-11	Seal
Exhibit 1 to Letter Motion to Compel Responses to RFAs	ECF No. 355	ECF No. 306	Redact
Exhibit C to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-3	ECF No. 318-3	Seal
Exhibit D to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-4	ECF No. 318-4	Seal
Exhibit H to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-8	ECF No. 318-8	Seal
Exhibit A to Letter Motion to Compel Production of Documents Pursuant to Crime Fraud Exception	ECF No. 364-1	ECF No. 314-1	Seal
Exhibit C to Letter Motion to Compel Production of Documents Pursuant to Crime Fraud Exception	ECF No. 364-3	ECF No. 314-3	Seal
Exhibit 11 to Letter Motion to Compel Inspection of Co-Defendant Microsoft's Data	ECF No. 365-11	315-11	Seal

6.   **Category (ii)**. The specific processes that OpenAI employs to train and test ChatGPT models, including the sources and specific amounts of data, data collection and acquisition techniques, confidential meetings about dataset development, allocation of curated data in training datasets, and confidential technical know-how constitute highly sensitive proprietary information. OpenAI treats such information as confidential or highly confidential. OpenAI generally does not publicly disclose this type of information and takes steps to protect its confidentiality, particularly given the highly competitive nature of the artificial intelligence industry with global stakeholders. Disclosure of this kind of information would give OpenAI's competitors insight into its proprietary development processes and cause competitive harm to OpenAI. Category (ii) information can be found in the following documents:

Description	AG ECF No.	Alter ECF No.	Redact or Seal
Letter Motion to Compel Custodial Production from Lampe, Zaremba, and Lightcap	ECF No. 345	ECF No. 296	Redact
Exhibit B to Letter Motion to Compel Custodial Production from Lampe, Zaremba, and Lightcap	ECF No. 345-2	ECF No. 296-2	Seal
Exhibit C to Letter Motion to Compel Custodial Production from Lampe, Zaremba, and Lightcap	ECF No. 345-3	ECF No. 296-3	Seal
Exhibit D to Letter Motion to Compel Custodial Production from Lampe, Zaremba, and Lightcap	ECF No. 345-4	ECF No. 296-4	Seal
Exhibit E to Letter Motion to Compel Custodial Production from Lampe, Zaremba, and Lightcap	ECF No. 345-5	ECF No. 296-5	Seal
Exhibit F to Letter Motion to Compel Custodial Production from Lampe, Zaremba, and Lightcap	ECF No. 345-6	ECF No. 296-6	Seal
Exhibit G to Letter Motion to Compel Custodial Production from Lampe, Zaremba, and Lightcap	ECF No. 345-7	ECF No. 296-7	Seal
Exhibit H to Letter Motion to Compel Custodial Production from Lampe, Zaremba, and Lightcap	ECF No. 345-8	ECF No. 296-8	Seal
Exhibit I to Letter Motion to Compel Custodial Production from Lampe, Zaremba, and Lightcap	ECF No. 345-9	ECF No. 296-9	Seal
Letter Motion to Compel Production of Privileged Documents	ECF No. 351	ECF No. 301	Redact
Exhibit 4 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-4	ECF No. 301-4	Seal
Exhibit 5 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-5	ECF No. 301-5	Seal
Exhibit 6 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-6	ECF No. 301-6	Seal
Exhibit 7 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-7	ECF No. 301-7	Seal
Exhibit 8 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-8	ECF No. 301-8	Seal
Exhibit 9 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-9	ECF No. 301-9	Seal
Exhibit 10 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-10	ECF No. 301-10	Seal

Description	AG ECF No.	Alter ECF No.	Redact or Seal
Exhibit 11 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-11	ECF No. 301-11	Seal
Letter Motion to Compel Responses to RFAs	ECF No. 355	ECF No. 306	Redact
Exhibit 1 to Letter Motion to Compel Responses to RFAs	ECF No. 355-1	ECF No. 306-1	Seal
Letter Motion to Compel Co-Defendant Microsoft to Produce Financial Documents	ECF No. 359	ECF No. 308	Redact
Exhibit D to Letter Motion to Compel Co-Defendant Microsoft to Produce Financial Documents	ECF No. 359-4	ECF No. 308-4	Seal
Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361	ECF No. 318	Redact
Exhibit A to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-1	ECF No. 318-1	Seal
Exhibit C to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-3	ECF No. 318-3	Seal
Exhibit D to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-4	ECF No. 318-4	Seal
Exhibit E to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-5	ECF No. 318-5	Seal
Exhibit F to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-6	ECF No. 318-6	Seal
Exhibit G to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-7	ECF No. 318-7	Seal
Exhibit H to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-8	ECF No. 318-8	Seal
Exhibit I to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-9	ECF No. 318-9	Seal
Letter Motion to Compel Production of Documents Pursuant to Crime Fraud Exception	ECF No. 364	ECF No. 314	Redact
Exhibit A to Letter Motion to Compel Production of Documents Pursuant to Crime Fraud Exception	ECF No. 364-1	ECF No. 314-1	Seal
Exhibit B to Letter Motion to Compel Production of Documents Pursuant to Crime Fraud Exception	ECF No. 364-2	ECF No. 314-2	Seal
Exhibit C to Letter Motion to Compel Production of Documents Pursuant to Crime Fraud Exception	ECF No. 364-3	ECF No. 314-3	Seal

Description	AG ECF No.	Alter ECF No.	Redact or Seal
Letter Motion to Compel Inspection of Co-Defendant Microsoft's Data	ECF No. 365	ECF No. 315	Redact
Exhibit 2 to Letter Motion to Compel Inspection of Co-Defendant Microsoft's Data	ECF No. 365-2	ECF No. 315-2	Seal
Exhibit 4 to Letter Motion to Compel Inspection of Co-Defendant Microsoft's Data	ECF No. 365-4	ECF No. 315-4	Seal
Exhibit 5 to Letter Motion to Compel Inspection of Co-Defendant Microsoft's Data	ECF No. 365-5	ECF No. 315-5	Seal
Exhibit 6 to Letter Motion to Compel Inspection of Co-Defendant Microsoft's Data	ECF No. 365-6	ECF No. 315-6	Seal
Exhibit 7 to Letter Motion to Compel Inspection of Co-Defendant Microsoft's Data	ECF No. 365-7	ECF No. 315-7	Seal
Exhibit 11 to Letter Motion to Compel Inspection of Co-Defendant Microsoft's Data	ECF No. 365-11	ECF No. 315-11	Seal
Letter Brief in Opposition to Letter Motion to Compel Responses to RFAs	Attached hereto	Attached hereto	Redact
Letter Brief in Opposition to Letter Motion to Compel Production of Documents Pursuant to Crime Fraud Exception	Attached hereto	Attached hereto	Redact

7.   **Category (iii).** OpenAI treats discussions with and internal discussions about current and potential business partners, especially as they relate to pricing quotes or strategic decisions, as confidential or highly confidential, given the highly competitive nature of the artificial intelligence industry. OpenAI generally does not publicly disclose strategic decision-making deliberations concerning actual or potential business relationships to prevent competitive harm to OpenAI. Moreover, OpenAI and certain partners have express contractual agreements with confidentiality provisions that prevent public disclosure of confidential facts about the companies' business relationships. Public disclosure of category (iii) information would cause
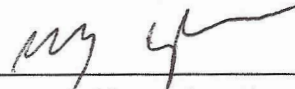
competitive harm to OpenAI, given the highly competitive nature of the artificial intelligence

industry with global stakeholders, and could violate OpenAI's confidentiality agreements with

third parties. Category (iii) information can be found in the following:

Description	AG ECF No.	Alter ECF No.	Redact or Seal
Exhibit 9 to Letter Motion to Compel Production of Privileged Documents	ECF No. 351-9	ECF No. 301-9	Seal
Letter Motion to Compel Co-Defendant Microsoft to Produce Financial Documents	ECF No. 359	ECF No. 308	Redact
Exhibit D to Letter Motion to Compel Co-Defendant Microsoft to Produce Financial Documents	ECF No. 359-4	ECF No. 308-4	Seal
Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361	ECF No. 318	Redact
Exhibit A to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-1	ECF No. 318-1	Seal
Exhibit I to Letter Motion to Compel Deposition of Greg Brockman	ECF No. 361-9	ECF No. 318-9	Seal
Exhibit C to Letter Motion to Compel Production of Documents Pursuant to Crime Fraud Exception	ECF No. 364-3	ECF No. 314-3	Seal
Letter Motion to Compel Inspection of Co-Defendant Microsoft's Data	ECF No. 365	ECF No. 308	Redact
Exhibit 2 to Letter Motion to Compel Inspection of Co-Defendant Microsoft's Data	ECF No. 365-2	ECF No. 315-2	Seal
Exhibit 4 to Letter Motion to Compel Inspection of Co-Defendant Microsoft's Data	ECF No. 365-4	ECF No. 315-4	Seal
Exhibit 5 to Letter Motion to Compel Inspection of Co-Defendant Microsoft's Data	ECF No. 365-5	ECF No. 315-5	Seal
Exhibit 6 to Letter Motion to Compel Inspection of Co-Defendant Microsoft's Data	ECF No. 365-6	ECF No. 315-6	Seal
Exhibit 7 to Letter Motion to Compel Inspection of Co-Defendant Microsoft's Data	ECF No. 365-7	ECF No. 315-7	Seal

8.   OpenAI's request is narrowly tailored. Wherever practical, OpenAI is only seeking to redact selected portions of the parties' briefs and exhibits, leaving the balance unredacted and open to the public. Where OpenAI seeks to file an entire exhibit under seal, it is because confidential information appears throughout the document, making redaction inadequate to protect OpenAI from harm.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 3rd day of April 2025, in New York, New York.

Alexander Zbrozek
Senior Counsel
OpenAI